

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	
	:	Chapter 11 Case No.
RESIDENTIAL CAPITAL, LLC, <u>et al.</u>,	:	
	:	12-12020 (MG)
Debtors.	:	
	:	(Jointly Administered)
-----X	:	

NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS

PLEASE TAKE NOTICE that Cleary Gottlieb Steen & Hamilton LLP hereby appears in the above-captioned cases pursuant to Rule 9010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) as special counsel to Wilmington Trust, National Association, solely in its capacity as indenture trustee for various series of unsecured notes issued by Residential Capital, LLC, pursuant to Bankruptcy Rules 2002, 3017(a), 9007, and 9010(b), and sections 102(1), 342, and 1109(b) of chapter 11, title 11 of the United States Code (the “Bankruptcy Code”), and requests that all notices given or required to be given in this case and all papers served or required to be served in this case be given to and served upon the undersigned at the following office address and facsimile number, with a copy to the following e-mail address:

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PLEASE TAKE FURTHER NOTICE that, pursuant to section 1109(b) of the Bankruptcy Code, the foregoing demand includes not only the notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, orders and notices of any application, motion, petition, pleading, request, complaint or demand, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, delivery, telephone, telegraph, telex, facsimile transmission, e-mail or otherwise, which affect the above-captioned debtors or property of the debtors.

This Notice of Appearance and Request for Service of Papers shall not be deemed to be a waiver of any rights of Wilmington Trust, National Association, solely in its capacity as indenture trustee for various series of unsecured notes issued by Residential Capital, LLC, including, without limitation, any rights (a) to have final orders in noncore matters entered only after *de novo* review by a District Court Judge, (b) to trial by jury in any proceeding so triable in this case or any case, controversy, or proceeding related to this case, or (c) to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal.

Nor shall this Notice of Appearance and Request for Service of Papers be deemed to constitute consent to electronic service of any pleading or papers for which mailed or personal service is required under the applicable Bankruptcy Rules or Federal Rules of Civil Procedure.

Dated: New York, New York
August 29, 2012

CLEARY GOTTlieb STEEN & HAMILTON LLP

By: /s/Sean A. O'Neal

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*Special Counsel for Wilmington Trust, National
Association, as Indenture Trustee for the Senior
Unsecured Notes Issued by residential Capital, LLC*